



Dar Credit & Capital Ltd.

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To,
The Manager
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No C/1
Block G, Bandra Kurla Complex
Bandra East, Mumbai – 400051

Date: 13.11.2025

Company Symbol-DCCL (NSE Emerge)
ISIN: INE04Q901010
REF: NSE/LIST/5466

Sub: Intimation about the Notice convening Debenture Holders Meeting for Early Redemption of Non-Convertible Debentures under Regulation 30 of SEBI (LODR) Regulations, 2015

Pursuant to Regulation 30 read with Para A of Part A of Schedule III and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that a meeting of the Debenture Holders of the Company is scheduled to be held on Friday, December 05, 2025, at 3:00 P.M., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), in accordance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

The said meeting is being convened to consider and approve the proposal for early redemption of the Secured, Listed, Rated, Senior, Redeemable, Non-Convertible Debentures (NCDs) of the Company bearing ISIN: INE04Q907066 (Non-Cumulative Debentures) and INE04Q907082 (Cumulative Debentures).

Further, please find enclosed herewith the Notice for convening the Meeting of the Debenture Holders, which is being sent to the Debenture Holders through electronic mode by today.

CIN: L65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B

Kolkata – 700017; Phone: 033 40646495



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A copy of the said Notice is also available on the website of the Company at <https://www.darcredit.com/>.

This is for your kind information and dissemination.

Thanking you.

Yours truly,

For, Dar Credit & Capital Limited

**PRIYA
KUMARI**

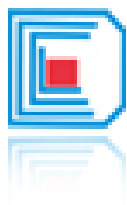
Digitally signed by
PRIYA KUMARI
Date: 2025.11.13
18:28:08 +05'30'

Priya Kumari
Company Secretary & Compliance Officer
Membership No: A67648

CIN: L65999WB1994PLC064438

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NOTICE CONVENING MEETING OF THE DEBENTURE HOLDERS

To
The Debenture Holders of 12.25%, 5 Years, Secured, Rated, Listed, Senior
Redeemable Non-Convertible Debenture (NCD's)
issued on private placement basis
having ISIN's: INE04Q907066 and INE04Q907082

NOTICE is hereby given that a meeting of the Debenture Holders of Dar Credit & Capital Limited will be held on Friday, 05th December, 2025 at 3.00 P.M. The Debenture Holders have an option to participate in the meeting through audio visual means / video conferencing facility and to vote through remote e-voting. The following business is proposed to be transacted at the meeting:

ITEM NO. 1-APPROVAL FOR THE EARLY REDEMPTION OF SECURED LISTED, RATED, REDEEMABLE, SENIOR NON-CONVERTIBLE DEBENTURES (NCDS), 12.25%, 5 YEARS

To consider and if thought fit, to pass the following resolution with requisite majority:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the Debenture Trust Deed dated 10th March, 2021 executed with the Debenture Trustee along with the Information Memorandum dated 11th January, 2021 and other applicable laws and regulations, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, the approval of the debenture holder be and is hereby accorded to redeem, prior to the scheduled redemption date of February 10, 2026, the outstanding Secured, Listed, Rated, Senior, Redeemable, Non-Convertible Debentures (NCDs) of the Company bearing ISIN: INE04Q907066 (Non-Cumulative Debentures) and INE04Q907082 (Cumulative Debentures), aggregating to ₹7.30 crores, approval of the debenture holders be and is hereby accorded to proceed with the early redemption of the outstanding secured, rated, listed, senior, redeemable, non convertible debentures by paying an early redemption premium of 0.10% on the Principal Amount for the remaining period of two months i.e from 10th December, 2025 till the due date of redemption of debentures on 10th February, 2026.”

The detailed break up of non-convertible debentures, is summarized below:

Particulars	ISIN	Type	No of Debentures	Face value per debenture	Total Principal Amount	Rate of Interest (pa)
Series IB Tenure (5 years)	INE04Q907066	Non-Cumulative	91	5,00,000	4,55,00,000	12.25 %
Series IB Tenure (5 years)	INE04Q907082	Cumulative	55	5,00,000	2,75,00,000	12.25 %

“RESOLVED FURTHER THAT the record date be fixed as November 25, 2025, (Tuesday) for determining the eligibility of the debenture holders for early redemption and participation in the voting process, in consultation with the Debenture Trustee.”

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“RESOLVED FURTHER THAT National Securities Depository Limited (NSDL) as the Remote E-Voting Agency to facilitate the electronic voting process on the resolution proposed at the Debenture Holders’ Meeting.”

“RESOLVED FURTHER THAT Ms. Twinkle Pandey (COP: 22187), Proprietor of TP & Associates, Practicing Company Secretary, be and is hereby appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and for submitting her report thereon to the Company in respect of the resolutions proposed at the Debenture Holders’ Meeting.”

“RESOLVED FURTHER THAT Mr. Ramesh Kumar Vijay, Director, and/or Ms. Priya Kumari, Company Secretary of the Company, be and are hereby authorized to take all necessary steps for giving effect to this resolution, including seeking approval from the Debenture Trustee and the Debenture Holders, finalizing the date of redemption, making necessary intimations to the Stock Exchange(s), Debenture Trustee, and/or any other regulatory authority in connection with the early redemption of the said Debentures, and to do all such acts, deeds, and things as may be necessary or expedient for giving effect to the early redemption, including but not limited to payment of applicable fees, submission of information, compliance with listing and disclosure requirements, and execution and filing of all such documents, forms, and papers as may be required in this regard.”

“RESOLVED FURTHER THAT a copy of this resolution, certified to be true by any Director or the Company Secretary of the Company, be forwarded to the Debenture Trustee and other authorities as may be required.”

For DAR CREDIT & CAPITAL LIMITED

Sd/-

**Priya Kumari
Company Secretary**

Registered Office:

Business Tower, 206, AJC Bose Road 6th Floor,

Unit No. 6B, Kolkata 700017

Date: 13th November, 2025

Notes:

1. The explanatory statement pursuant to the provisions of Debenture Trust Deed setting out the material facts in respect of the business set out above is annexed herewith.
2. The Ministry of Corporate Affairs, Government of India ('MCA') has vide its circular No.03/2025 dated 22nd September, 2025, read with circulars dated 9/2024 dated 19th September, 2024, 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 28th December 2022 and 25th September 2023, (collectively referred to as 'MCA Circulars') allowing, *inter-alia*, conducting of AGMs/EGMs through ('VC / OAVM') facility till the further order. The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with these Circulars, provisions of the Act and SEBI Listing Regulations, the Debenture holder's Meeting of the Company is being conducted

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through VC/OAVM facility, without the physical presence of debenture holders at a common venue.

3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India and Regulation 44 of the Listing Regulations, as amended and the MCA Circulars, the Company is providing the facility of remote e-Voting to its Debenture holders in respect of the business to be transacted at the Meeting and for this purpose, it has appointed NSDL to facilitate voting through electronic means. Accordingly, the facility of casting votes by a debenture holders using remote e-Voting system before the Meeting as well as remote e-Voting during the Meeting will be provided by NSDL. The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	From 9.00 a.m. (IST) on 02nd December, 2025
End of e-Voting	Upto 5.00 p.m. (IST) on 04th December, 2025

4. During this period, Debenture holders holding debentures either in physical form or in dematerialized form as on **25th November, 2025 ('Cut-Off date')** may cast their vote by remote e-Voting before the Debenture holder's Meeting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the debenture holder, he / she shall not be allowed to change it subsequently. The voting rights of the Debenture holders shall be in proportion to their holdings as on the Cut-Off date i.e., **25.11.2025**.

Debenture holders will be provided with the facility for remote voting through electronic voting system during the VC/OAVM proceedings at the Meeting and those Debenture holders participating at the Debenture holder's Meeting, who have not already cast their vote by remote e-Voting before the Meeting, will be eligible to exercise their right to vote during such proceedings of the Debenture holder's Meeting. Debenture holders who have cast their vote on resolution(s) by remote e-Voting prior to the Debenture holder's Meeting will also be eligible to participate at the Meeting through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.

Detailed procedure for remote e-Voting before the Meeting/ remote e-Voting during the Debenture holder's Meeting is provided in the Notes to the Notice of the Debenture holder's Meeting.

Instructions for Debenture holders for Attending the Meeting Through VC / OAVM are as under:

1. Debenture holders will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-voting system. Debenture holders may access by following the steps mentioned above for Access to NSDL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Debenture holder login where the EVEN of Company will be displayed. Please note that the debenture holders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
2. Facility of joining the Meeting through VC / OAVM shall open 15 minutes before the time scheduled for Meeting and will be available for Debenture holders on first come first served basis.
3. Debenture holders are encouraged to join the Meeting through Laptops for better experience.
4. Further Debenture holders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

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5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Debenture holders facing any technical issue in login before / during the Meeting can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com.
7. Debenture holders attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum as per the Debenture Trust Deed.

THE INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING MEETING ARE AS UNDER:-

The remote e-voting period begins on 02.12.2025 at 09:00 A.M. and ends on 04.12.2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of debenture holders / Beneficial Owners as on the record date (cut-off date) i.e. 25.11.2025, may cast their vote electronically. The voting right of debenture holders shall be in proportion of the value of the outstanding principal amounts of the debenture of the Company as on the cut-off date, being 25.11. 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual debenture holders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual debenture holders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debenture holders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual debenture holders holding securities in demat mode is given below:

Type of debenture holders	Login Method
Individual debenture holder holding debenture demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to

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	e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘debenture holder’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Debenture holders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Debenture holders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

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	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Debenture holders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Debenture holders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Debenture holders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Debenture holders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for debenture holders other than Individual debenture holders holding securities in demat mode and debenture holders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'debentureholder' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding debenture i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold debentures in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold debentures in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding debentures in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for debenture holders other than Individual debenture holders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those debenture holders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

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9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding debentures and whose voting cycle and Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Debenture holders

1. Institutional debenture holders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to twinklpandey9@gmail.com with a copy marked to evoting@nsdl.com. Institutional debenture holders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for debenture holders and e-voting user manual for debenture holders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those Debenture holders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case debenture are held in physical mode please provide Folio No., Name of debenture holders, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to co.secretary@darcredit.com.
2. In case debenture are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to co.secretary@darcredit.com. If you are an Individual debenture holders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual debenture holders holding securities in demat mode.
3. Alternatively debenture holder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual debenture holders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Debenture holders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE DEBENTURE HOLDER MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the debenture holder meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Debenture holders, who will be present in the debenture holder meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the debenture holder meeting.
3. Debenture holders who have voted through Remote e-Voting will be eligible to attend the debenture holder meeting. However, they will not be eligible to vote at the debenture holder meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the debenture holder meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE DEBENTURE HOLDER MEETING THROUGH VC/OAVM ARE AS UNDER:-

1. Debenture holders will be provided with a facility to attend the debenture holder meeting through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of

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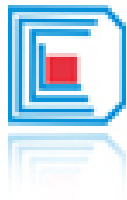
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“VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in debenture holder login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

CIN: L65999WB1994PLC064438

Regd. Office: Business Tower, 206 AJC Bose Road 6th Floor, Unit No. 6B
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STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1- APPROVAL FOR THE EARLY REDEMPTION OF SECURED LISTED, RATED, SENIOR, REDEEMABLE, NON-CONVERTIBLE DEBENTURES (NCDs), 12.25%, 5 YEARS

Based on the decision taken by the Board of Directors ("Board") of the Company by way of circulation resolution dated October 29, 2025, the Board has proposed for the early redemption of the Secured, Listed, Rated, Senior, Redeemable, Non-Convertible Debentures ("NCDs") of the Company bearing ISIN: INE04Q907066 (Non-Cumulative Debentures) and INE04Q907082 (Cumulative Debentures), aggregating to ₹7.30 crores, in the month of December 2025. These debentures were listed on the BSE in February 2021 and are currently scheduled for redemption on February 10, 2026.

In view of the Company's strong liquidity position and the availability of adequate cash resources, the management has proposed to redeem the aforesaid debentures prematurely.

In accordance with the Debenture Trust Deed, the Company proposes to proceed with early redemption by paying an early redemption premium of 0.10% on the principal amount for the remaining period of two months i.e from 10th December, 2025 till the due date of redemption of the debentures on 10th February, 2026. The early redemption premium shall be paid to the Debenture Holders, subject to the consent of the Debenture Trustee along with the written consent of the Majority Debenture Holders or resolution duly passed at the meeting of the debenture holders as per the Debenture Trust Deed.

The Company proposes to redeem the secured debentures on December 10, 2025. The redemption amount payable shall include the principal amount along with the interest accrued up to the redemption date, together with a premium of 5% and the early redemption premium in accordance with the terms of the Information Memorandum and the Debenture Trust Deed.

In terms of the provisions of the Debenture Trust Deed, the resolution for early redemption of secured debentures shall be deemed to be passed on approval by the Debenture Holders holding more than 51% of the value of the outstanding principal amounts of the debentures.

The resolution at item No. 1, if approved by the Debenture Holders with requisite majority, by e-voting, shall be deemed to be approved by the Debenture Holders

The early redemption process will be carried out in accordance with the terms of the Debenture Trust Deed and the Information Memorandum.

All payments shall be made as per the terms of the Debenture Trust Deed and other transaction documents.

None of the directors, key managerial personnel of the Company or their relatives as contemplated in the provisions of Section 102 of the Companies Act is, in any way, financially or otherwise, concerned or interested in the resolution.



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The Debenture Holders are, therefore, requested to accord their approval to modify certain terms of the Debenture Trust Deed, as set out in Item No. 1 of this Notice, to enable the Company to proceed with the early redemption of the aforesaid debentures.

For DAR CREDIT & CAPITAL LIMITED

**Sd/
Priya Kumari
Company Secretary**

Registered Office:

**Business Tower, 206, AJC Bose Road 6th Floor,
Unit No. 6B, Kolkata 700017**

Date: 13th November, 2025

CIN: L65999WB1994PLC064438

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